

Delaware

The First State

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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "CANDID HEALTH INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF FORMATION, FILED THE EIGHTEENTH DAY OF FEBRUARY, A.D. 2019, AT 9:51 O`CLOCK A.M.

CERTIFICATE OF CONVERSION, CHANGING ITS NAME FROM "CANDID HEALTH LLC" TO "CANDID HEALTH INC.", FILED THE FIFTH DAY OF JULY, A.D. 2019, AT 5:47 O`CLOCK P.M.

CERTIFICATE OF INCORPORATION, FILED THE FIFTH DAY OF JULY, A.D. 2019, AT 5:47 O`CLOCK P.M.

CERTIFICATE OF REVIVAL, FILED THE FIFTEENTH DAY OF JULY, A.D. 2021, AT 7:53 O`CLOCK P.M.

CERTIFICATE OF CHANGE OF REGISTERED AGENT, FILED THE TWENTY-SECOND DAY OF NOVEMBER, A.D. 2022, AT 1:20 O`CLOCK P.M.



A handwritten signature in black ink, appearing to read "JBullock", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

7286131 8100H
SR# 20244129644

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 204798653
Date: 11-05-24

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*AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID
CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE
AFORESAID CORPORATION, "CANDID HEALTH INC.".*



Jeffrey W. Bullock, Secretary of State

7286131 8100H
SR# 20244129644

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 204798653
Date: 11-05-24

**CERTIFICATE OF FORMATION
OF
CANDID HEALTH LLC**

This Certificate of Formation of Candid Health LLC (the “**Company**”) is being filed by the undersigned authorized person to form a limited liability company under the Delaware Limited Liability Company Act, *6 Del. C. Section 18-101 et seq.* (the “**Act**”).

- FIRST:** The name of the limited liability company is Candid Health LLC.
- SECOND:** The address of the limited liability company’s registered office in the State of Delaware and the name of its registered agent for service of process at such address are:
- Vcorp Services, LLC
1013 Centre Road, Suite 403-B
Wilmington, Delaware 19805
County of New Castle
- THIRD:** The limited liability company is formed effective as of the filing of this Certificate of Formation and shall be authorized to carry on any lawful business for which a limited liability company may be organized under the Act.

* * * * *

IN WITNESS WHEREOF, the undersigned authorized person has executed this Certificate of Formation in accordance with Section 18-204 of the Act.

By: 
Melissa Zanoletti, Authorized Person

CERTIFICATE OF CONVERSION
CONVERTING
CANDID HEALTH LLC, A DELAWARE LIMITED LIABILITY COMPANY
INTO
CANDID HEALTH INC., A DELAWARE CORPORATION

PURSUANT TO SECTION 265 OF THE DELAWARE GENERAL CORPORATION LAW

The undersigned, for the purpose of converting a Delaware limited liability company into a Delaware corporation under the Delaware General Corporation Law (8 *Del. C.* § 265), hereby certifies as follows:

- FIRST: Candid Health LLC (the “LLC”) was formed in the State of Delaware.
- SECOND: The jurisdiction of the LLC immediately prior to filing this Certificate is Delaware.
- THIRD: The date the LLC first formed is February 18, 2019.
- FOURTH: The name of the LLC immediately prior to filing this Certificate is Candid Health LLC.
- FIFTH: The name of the corporation, as set forth in the certificate of incorporation, is Candid Health Inc.

IN WITNESS WHEREOF, the undersigned being duly authorized to sign on behalf of the converting LLC has executed this Certificate on July 5, 2019.

CANDID HEALTH LLC

a Delaware limited liability company

By: /s/ Jessie Mitchell
Name: Jessie Mitchell
Title: Manager

CERTIFICATE OF INCORPORATION

OF

CANDID HEALTH INC.

ARTICLE I

The name of the corporation is Candid Health Inc. (the “Corporation”).

ARTICLE II

The address of the Corporation’s registered office in the State of Delaware is 1209 Orange Street, Wilmington, New Castle County, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.

ARTICLE III

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law, as the same exists or as may hereafter be amended.

ARTICLE IV

The aggregate number of shares which the Corporation shall have authority to issue is 100 shares of capital stock, all of which shall be designated “Common Stock” and have a par value of \$0.00001 per share.

ARTICLE V

In furtherance and not in limitation of the powers conferred by statute, the board of directors of the Corporation is expressly authorized to make, amend or repeal the bylaws of the Corporation. Elections of directors need not be by written ballot unless otherwise provided in the bylaws of the Corporation.

ARTICLE VI

To the fullest extent permitted by applicable law, a director of the Corporation shall not be personally liable for monetary damages for breach of fiduciary duty as a director.

Any disinterested failure of a director of the Corporation to satisfy Section 365 of the Delaware General Corporation Law shall not, for the purposes of Sections 102(b)(7) or 145 of the Delaware General Corporation Law, constitute an act or omission not in good faith, or a breach of the duty of loyalty.

Subject to any provisions in the bylaws of the Corporation related to indemnification of directors or officers of the Corporation, the Corporation shall indemnify, to the fullest extent permitted by applicable law, any director or officer of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (a “**Proceeding**”) by reason of the fact that such person is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, against expenses (including attorneys’ fees), judgments,

finances and amounts paid in settlement actually and reasonably incurred by such person in connection with any such Proceeding. The Corporation shall be required to indemnify a person in connection with a Proceeding initiated by such person only if the Proceeding was authorized by the Board.

The Corporation shall have the power to indemnify, to the extent permitted by applicable law, any employee or agent of the Corporation who was or is a party or is threatened to be made a party to any Proceeding by reason of the fact that such person is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with any such Proceeding.

The rights and authority conferred in this Article shall not be exclusive of any other right that any person may otherwise have or hereafter acquire. If applicable law is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by applicable law, as so amended. No amendment or repeal of this Article, or adoption of any provision of this Corporation's certificate of incorporation or a bylaw of the Corporation inconsistent with this Article, shall eliminate or reduce the effect of this Article, in respect of any matter occurring, or any Proceeding accruing or arising, or that, but for this Article, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

ARTICLE VII

Unless the Corporation consents in writing to the selection of an alternative forum, the Court of Chancery of the State of Delaware shall be the sole and exclusive forum for (A) any derivative action or proceeding brought on behalf of the Corporation, (B) any action or proceeding asserting a claim of breach of a fiduciary duty owed by any director, officer, employee or agent of the Corporation to the Corporation or the Corporation's stockholders, (C) any action or proceeding asserting a claim against the Corporation arising pursuant to any provision of the Delaware General Corporation Law or the Corporation's certificate of incorporation or bylaws, or (D) any action or proceeding asserting a claim governed by the internal affairs doctrine, in each case subject to said Court of Chancery having personal jurisdiction over the indispensable parties named as defendants therein.

ARTICLE VIII

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

ARTICLE IX

The name and mailing address of the incorporator are as follows:

Jessie Mitchell
399 Fremont Street Unit 1201, San Francisco, CA 94105

Executed on July 5, 2019.

/s/ Jessie Mitchell
Jessie Mitchell, Incorporator

STATE OF DELAWARE CERTIFICATE FOR REVIVAL OF CHARTER

The corporation organized under the laws of the State of Delaware, the charter of which was voided for non-payment of taxes and/or for failure to file a complete annual report, now desires to procure a revival of its charter pursuant to Section 312 of the General Corporation Law of the State of Delaware, and hereby certifies as follows:

1. The name of the corporation is CANDID HEALTH INC.

and, if different, the name under which the corporation was originally incorporated
_____.

2. The Registered Office of the corporation in the State of Delaware is located at CORPORATION TRUST CENTER 1209 ORANGE ST (street),
in the City of WILMINGTON, County of NEW CASTLE
Zip Code 19801. The name of the Registered Agent at such address upon
whom process against this Corporation may be served is _____
THE CORPORATION TRUST COMPANY.

3. The date of filing of the Corporation's original Certificate of Incorporation in
Delaware was FEBRUARY 18, 2019.

4. The corporation desiring to be revived and so reviving its certificate of
incorporation was organized under the laws of this State.

5. The corporation was duly organized and carried on the business authorized by its
charter until the 1st day of MARCH A.D. 2021, at which time its
charter became inoperative and void for non-payment of taxes and/or failure to file a
complete annual report and the certificate for revival is filed by authority of the duly
elected directors of the corporation in accordance with the laws of the State of Delaware.

DocuSigned by:
By: Mattieu Gamache-Asselin
ADE1A19E95B1457...
Authorized Officer

Name: Mattieu Gamache-Asselin
Print or Type

State of Delaware
Secretary of State
Division of Corporations
Delivered 07:53 PM 07/15/2021
FILED 07:53 PM 07/15/2021
SR 20212719882 - File Number 7286131
PUBLIC FILING

HCMO_Submission-001538

STATE OF DELAWARE
CERTIFICATE OF CHANGE OF REGISTERED AGENT
AND/OR REGISTERED OFFICE

The corporation organized and existing under the General Corporation Law of the State of Delaware, hereby certifies as follows:

1. The name of the corporation is Candid Health Inc..
2. The Registered Office of the corporation in the State of Delaware is changed to 1209 Orange Street
 (street), in the City of Wilmington,
County of New Castle Zip Code 19801. The name of the
Registered Agent at such address upon whom process against this Corporation may be
served is National Registered Agents, Inc..
3. The foregoing change to the registered office/agent was adopted by a resolution of
the Board of Directors of the corporation.

By: /s/ Mattieu Gamache-Asselin
Authorized Officer

Name: Mattieu Gamache-Asselin
Print or Type